

Intel Retiree Organization

BYLAWS OF THE INTEL RETIREE ORGANIZATION
Effective 8/20/2008
Revision 1.1 3/18/2009

ARTICLE I – NAME

- SECTION 1 This organization shall be known as the INTEL RETIREE ORGANIZATION, and shall be referred to in the Bylaws as “the Organization”. Intel Corporation shall be referred to in the Bylaws as “the Company.”
- SECTION 2 The Organization is not organized for and does not contemplate gain for profit to the members thereof. No part of earnings of this Organization shall ever go to the benefit of any member or individual, and none of the assets of this Organization shall ever be distributed to its members, except to compensate members for out-of-pocket expenses.

ARTICLE II – CHARTER

- SECTION 1 The charter of the Organization shall be:
- (A) The Intel Retiree Organization is a volunteer group of Intel Retirees who recognize the cultural value of their years at Intel. The Organization's purpose is to:
- a. Stay connected,
 - b. Work toward the common goal of experiencing a productive and fulfilling retirement,
 - c. Share knowledge and experiences, and
 - d. Come together to help in our local communities.
- (B) To work closely with the Company to ensure that Retirees are aware of benefit changes and that Retirees are consulted on company direction affecting Retirees and/or Retiree benefits, as deemed appropriate by Intel and its representatives.

ARTICLE III – MEMBERSHIP AND DUES

- SECTION 1 Membership shall be open to any former Intel employee who separated from Intel under one of the Company’s formal retirement programs.
- SECTION 2 The Organization shall have an umbrella structure, administered by a central/cross-site Board of Directors and site chapters chaired by local Retirees who have seats on the Board.
- SECTION 3 Each Organization member shall be entitled to one vote at the general meetings of the Organization.
- SECTION 4 Annual dues, if deemed necessary by the Board, shall be required for membership and shall be paid by members in advance.¹
- SECTION 5 Changes in dues must be proposed by the Board of Directors and ratified by a simple majority of the Board members present at a regularly scheduled Board meeting.
- SECTION 6 Memberships are nontransferable and nonassignable.

ARTICLE IV – BOARD MEMBERSHIP

- SECTION 1 OFFICER AND BOARD MEMBER DUTIES. The Officers shall be the President, Vice President, Secretary and Treasurer. Except for the President and Vice President, each elected Officer, appointed Committee Chairperson or Site Coordinator may share the position with another Organization member and divide responsibilities accordingly.

- (A) The PRESIDENT shall lead all Organization meetings and oversee the Board of Directors. The President should facilitate an open flow of information between the Board members, and lead a critical evaluation of practices and adherence to the strategic plan and objectives of the Organization. The President is responsible for ensuring that meetings are held on a regular basis and that an agenda and appropriate materials are distributed in advance. The President will also participate in the development of committees, their composition, and their roles within the Organization as well as other duties as needed.
- (B) The VICE PRESIDENT shall act for the President when he/she is not available and shall have all the same responsibilities and authority.
- (C) The SECRETARY shall attend and suitably record in permanent form the proceedings of all Organization Board meetings. The Secretary takes notes for the Board meetings and publishes those as minutes, with ARs assigned.
- (D) TREASURER shall be the custodian of all monies belonging to the Organization including but not limited to collection and deposit of dues, maintenance of financial records (including all tax forms) and disbursement of funds.²
- (E) COMMITTEE CHAIRPERSONS. The Officers may appoint Committee Chairpersons as are necessary and define their responsibilities. The areas of responsibility of each Committee will be set by the Chair of that Committee and approved by the Board of Directors. Members may serve on more than one Committee, but may only chair one Committee.
- i. **Communications:** Responsible for creating and implementing communication strategies for the Organization and providing inputs to and reviewing the work of the website and newsletter teams.
 - ii. **Website:** Responsible for website design and development, documentation that includes requirements, design documents and user documents, development of site content, and website administration.
 - iii. **Newsletter:** Responsible for creation of Retiree newsletter, including establishment of guidelines for articles, editing, layout and follow-up. Ensures timely submission to Intel for printing and mailing.
 - iv. **Membership:** Responsible for creating and implementing strategies to motivate Retirees to opt in to our email directory, as well as participate in Board/committee activities and/or Retiree events.³
 - v. **Volunteer:** Establishes guidelines for volunteer activities and links the site volunteer activity leaders to the Intel Public Affairs managers.³
 - vi. **Benefits and Health:** Serves as a liaison between Retirees and the Intel Health and Benefits team to ensure that the Organization has a forum to communicate its concerns to Intel and can consult with Intel on specific issues such as Retiree benefits when appropriate and as permitted by Intel in its discretion. The development and establishment of company policies relating to retirement benefits remain solely within Intel's control and Intel reserves the right to refuse to discuss any aspect of the company's business at any time. Under no circumstances shall the Organization advocate or negotiate on behalf of an individual Organization member with respect to the individual's retirement compensation and/or benefits.
 - vii. **New Programs:** Create surveys and opportunities to continue retiree feedback and then develop pilot programs to see how we can continue to add value for retirees.³

viii. **Finance:** Responsible for creating and implementing financial strategies and administrative processes for the Organization. Manages all banking and audit requirements.⁴

- F) **SITE COORDINATORS.** The Board shall appoint Site Coordinators to work with their respective sites on strategies and activities that reflect the purpose of the Organization and meet our mission statement. The Site Coordinators sit on the Board as their respective site's representative. It is recommended that there be two Site Coordinators per site to facilitate work sharing and serve as back-up.
- G) **BOARD MEMBER AT LARGE.** Provide guidance to the Board based on their Intel Retiree Board experience and their continued desire to serve as a non-voting member of the Board. Board Members at Large are elected at the discretion of the Board at the November meeting by a majority vote of the Board.
- H) **INTEL LIAISON.** Provides guidance and represents the best interests of Intel as needed. Also a non-voting board member.

SECTION 2 **AUTHORITY AND RESPONSIBILITY.** The governing body of the Organization shall be the elected Officers, the elected Board members at Large, the appointed Committee Chairpersons and Site Coordinators, also known as the Board of Directors. The Board shall have general charge, management and control of the affairs, funds and properties of the Organization, and subject to the provisions of these Bylaws, shall have the authority to take such actions in matters of policy and procedures as, in its judgment, will best promote the interest and welfare of the Organization. Each Board position is entitled to one vote on each issue, regardless of the number of people who share the position. This excludes the on-voting members (at large and Intel liaison). An individual may not hold more than one elected position. As the Intel Retiree Organization grows, the Board of Directors can create new positions, as they deem necessary.

ARTICLE V – NOMINATIONS AND ELECTIONS

SECTION 1 **NOMINATIONS.** All Intel Retiree Organization Members are eligible to serve on the Board of Directors as President, Vice President, Secretary or Treasurer. Nominations for the Board of Directors shall occur in October. Members wishing to be a candidate may be nominated by another member of the Intel Retiree Organization or themselves. The nominee must notify the Board of Directors if he/she does not wish to run for a nominated position.

SECTION 2 **ELECTIONS.** During the second week of November, a Board member will send out information on the upcoming election to all Organization members for whom the Board has a valid email address.

- (A) Each member shall have one vote per open position.
- (B) Voting shall be done via electronic polling beginning seven (7) days before the results are to be announced. The results of the voting shall be announced at a cross-site phone conference meeting or by email, as decided by the Board.
- (C) President, Vice President, Secretary and Treasurer are elected by a majority vote. A majority is defined as 50% plus one vote of the members voting.
- (D) The first two-year term in office begins January 1 of the following year.
- (E) All Board officers and at large members may run for re-election for as many terms as they want.
- (F) Site Coordinators and Committee Chairpersons are appointed by the Officers and also have two-year terms and have no term limits. Note that all terms began or were reset January 1, 2009 in line with our official Intel charter status and these bylaws.

SECTION 3 VACANCIES. In the event an Officer can not fulfill the full length of his/her term and/or an elected Board position becomes vacant before his/her term of service has expired, the remaining elected Officers shall select and appoint, by majority vote, an Organization member to serve the remainder of the term. In the unlikely event that agreement cannot be reached by majority vote of the remaining elected Officers, a meeting of all Board members shall be called and the vacated position shall be filled by a majority vote of all Board members present. A majority is defined as 50% plus one vote of the members voting. The appointee shall serve out *only* the remaining term of the vacated position.

ARTICLE VI – MEETINGS

SECTION 1 BOARD MEETINGS. The Board will meet as business requires, normally once per month. The President is responsible for calling all regular, monthly meetings. Special meetings may be called at any time by the President upon request of any member of the Board. Board meetings will be open to all Organization members.

SECTION 2 SITE MEETINGS. Meetings of the site chapters of the Organization shall be held at the discretion of the Site Coordinators and the local membership.

SECTION 3 COMMITTEE MEETINGS: Committee meetings shall be held at the discretion of the committee chairperson and as business requires.

ARTICLE VI – FINANCE

SECTION 1 The fiscal year of the Organization shall begin on January 1 of each year and terminate on December 31st of the same year.

SECTION 2 The Board of Directors shall manage, control and make all appropriations from the funds of the Organization, but shall not make the Organization liable for any debt or debts to an amount which shall exceed the current assets of the Organization.

ARTICLE VIII – AMENDMENTS

SECTION 1 Notice regarding proposed amendments to Bylaws shall be emailed to Organization members at least seven (7) days in advance of any meeting at which they are to be voted on. Bylaws may then be amended by a majority vote of the Organization membership. Voting shall be done via electronic polling. The results of the voting shall be announced at a cross-site phone conference meeting or by email, as decided by the Board.

ARTICLE IX – DISSOLUTION

SECTION 1 Upon dissolution of the Organization, the Board of Directors, after paying or making provision for the payment of all liabilities of the Organization shall distribute the remaining assets of the Organization to one or more charitable or educational organizations supported by the Intel Foundation.

CERTIFICATION OF ADOPTION OF BYLAWS

We, the undersigned, the duly elected and acting Officers of the Organization certify that the foregoing Bylaws were adopted as the Bylaws of the INTEL RETIREE ORGANIZATION by a simple majority vote of the membership present at a called meeting, duly noticed, and that these Bylaws now constitute Bylaws of this Organization.

IN WITNESS WHEREOF, we have hereunto subscribed our names:

Barbara Frank, President

Cheryl Pruss, Vice President

Caspar Helmer, Co-Secretary

Jim Hoffman, Co-Secretary

Notes:

¹No dues have been collected as of the effective date of these Bylaws and all event costs have been paid for by attending members. If the Board decides to institute dues, the Board will consider liability insurance for the Board.

²This position remains vacant as of the effective date of these bylaws and deemed not necessary since we do not collect dues or own assets at this time.

³These positions are vacant as of the effective date of these bylaws but may be filled in the future if needed.

⁴This committee does not exist as of the effective date of these bylaws but may be filled in the future if needed.